



BEST AVAILABLE COPY

Docket No. 19224.02
Customer No. 37833

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

IN THE APPLICATION OF:

APPLICANT: **CARL M. BURNETT** CONF. NO: **6894**
SERIAL NO.: **10/691,544** ART UNIT: **2162**
FILED: **OCTOBER 24, 2003** EXAMINER: **CHONGSHAN CHEN**
FILED: **INTEGRATED INFORMATION PROCESSING SYSTEM**
FOR GEOSPATIAL MEDIA

MAIL STOP AMENDMENT
COMMISSIONER FOR PATENTS
P.O. BOX 1450
ALEXANDRIA, VA 22313-1450

DECLARATION UNDER 37 C.F.R. § 1.131

I, CARL M. BURNETT, declare that:

1. I am the inventor of subject matter described and claimed in the above-identified patent application.

2. Prior to February 26, 1999, I had completed my invention as described and claimed in the subject application as evidenced by the following:

a. Prior to February 26, 1999, having earlier conceived the idea of an integrated information processing system for geospatial information processing, I, acting as President and Chief Executing Officer of HomeQuest Network of Baltimore, Maryland, submitted an application for entry into the Technology Advancement Program (TAP) of The University of Maryland. TAP is a leading incubator and accelerator that assists early-stage technology companies in achieving their goals. TAP expedites the maturation of young firms by providing a unique bundle of services and resources ranging from intense mentoring and funding introductions to extensive technical resources and low-cost physical infrastructure. The entry process for TAP includes two boards. The first board is a Technical Review board to review the technology of the applicant. If the applicant passes that board, a second Business Review board occurs to determine if the business proposal of the applicant is commercially viable. The application set forth the development of a business based upon a real estate venture which would provide for identifying real estate and providing it over different telecommunication services, such as cable, TV, multimedia, etc. Part of TAP's offering was to provide university resources to further develop my HomeQuest Network. I submitted the application to TAP in October of 1998 and received notification back from Edward M. Sybert, Director of TAP, on or about November 18, 1998. Mr Sybert requested technical and business plans.

associated with our application for scheduling a review of the plans. See EXHIBIT A.

- b. On or about December 10, 1998, I provided Mr. Sybert copies of our technical and business plans. See EXHIBIT B.
- c. On or about January 22, 1999, I received a letter from Irene T. Barbe, Manager of Administration of TAP confirming the date of the technical panels review on February 23, 1999. See EXHIBIT C.
- d. On or about February 10, 1999, I provided Mr. Sybert with a Read-Ahead for the technical review panel. See EXHIBIT D.
- e. On February 23, 1999, I provided a technical presentation for the information infrastructure necessary to support the real estate venue described in my application to TAP. The functional components of the geospatial information processing system for doing real estate identification was described, including the data architecture plan, the network architecture, and all of the functional modules for our an integrated information processing system. As a result of the technical presentation, we were invited back to complete the business plan proposal in which case we presented the business plan. TAP accepted our business proposal, and we were accepted into the TAP program in June of 1999. See EXHIBIT E.

Serial No.: 10/691,544
Art Unit: 2162

Docket No. 19224.02
Customer No. 37833

3. On or about July 26, 1999, I prepared and filed U.S. Provisional Patent Application Serial No. 60/145,694 in the U.S. Patent and Trademark Office entitled "Geographic Information Processing System" that substantially corresponded to the technical presentation I provided to TAP on February 23, 1999.

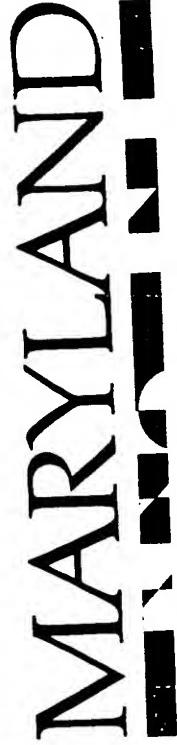
I further declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that willful false statements may jeopardize the validity of the application or any patents issuing thereon.

Date: 3/22/2005



Carl M. Burnett

EXHIBIT A



Technology Advancement Program

November 17, 1998

Mr. Carl M. Burnett
President & CEO
The Real Estate Cabel Network, Inc.
5209 York Road
Baltimore, MD 21212

Dear Mr. Burnett:

Glenn L.
Martin
Institute of
Technology

I have received your application to the Technology Advancement Program (TAP). Please phone me at your convenience to arrange a meeting, so we can discuss your company's needs and whether TAP can be of assistance.

Please send your draft technical and business plans when they're available so I may schedule a review for both.

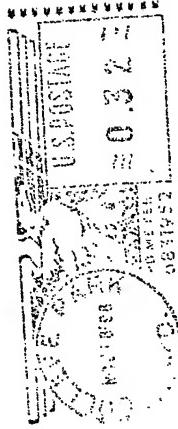
I look forward to seeing you in the near future.

Sincerely,

Edward M. Sybert
Director

Technology
Advancement
Program

Building 387
University of Maryland
College Park, MD 20742-3371

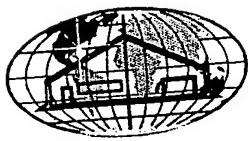


Mr. Carl M. Burnett
President & CEO
The Real Estate Cable Network, Inc.
5209 York Road
Baltimore, MD 21212

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MARYLAND

EXHIBIT B



HomeQuest Network

A New Media Real Estate Information Company

5209 York Road
Baltimore, Maryland 21212
410-733-1576

Email:
info@homequest.net
WORLD WIDE WEB INTERNET SITE
<http://www.homequest.net>

HomeQuest Television

**HomeQuest New Media
Magazine**

**HomeQuest Information
Network**

December 10, 1998

Mr. Edward M. Sybert
Director
Technology Advancement Program
University of Maryland
College Park, MD 20742-3371

Dear Mr. Sybert:

Please find enclosed HomeQuest Network's Business Summary and Volume V (2) - Information and Production Systems.

The Business Summary provides an overview of HomeQuest Network's business. The Information and Production System volume will provide all the technical information you requested.

If additional information is required please do not hesitate to contact me directly.

I look forward to meeting you in the near future.

All the Best,

Carl M. Burnett
President & CEO

sb

2 Enclosures

HomeQuest Network

A New Media™ Real Estate Information Company



**Volume V₍₂₎
Information and Production System**

HomeQuest Network

5209 York Road
Baltimore, MD 21212
410-733-1576

Carl M. Burnett

Table of Contents

HomeQuest Network

Information Management and Production Systems

Phased Implementation Strategy	Tab 1
Affiliate Information Management System (IMS)	Tab 2
Initial IMS Network Implementation.....	6
Mid-State IMS Implementation	6
End-State IMS Implementation	7
Incremental Information Management Systems Expansion	Tab 3
Regional Cablecasting Division Interconnects and Expansion	8
Internet Video	8
Virtual Private Network	8
Horizontal Expansion	9
Vertical Expansion	10
Volume V - Information and Production Systems Plans Enclosures	Tab 4
Enclosure 1 - Initial Affiliated IMS Network	V-1
Enclosure 2 - Mid-State Affiliate IMS Network	V-2
Enclosure 3 - End-State Affiliate IMS Network	V-3
Enclosure 4 – End-State Functional Schematic	V-4
Enclosure 5 – End State Schematic with Specifications	V-5
Enclosure 6 - Incremental IMS Expansion	V-6

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Phased Implementation Strategy

HomeQuest Network

One of the strategies to implementing a distributed workflow management process is phased implementation of the computerized network. The guiding criteria for upgrading the network capabilities are to reduce operating cost of capital equipment or personnel. In this regard, options that can be accomplished over time are included in the end-state development of distributed workflow.

However, there is a cost-benefit analysis that clearly presents itself at the onset of this analysis. The issue revolves around video format standards, computerized storage and personnel. What follows is a discussion on these issues.

Video Format Standards

The current defacto standard for broadcast quality production centers is the use of Betacam-SP format. This format is principally used for its capability to withstand generation resolution degradation. If, the production being produced will not be required to undergo over three generations, then S-VHS equipment and cameras deliver better than broadcast quality resolution. Our programming and editing does not require editing of our material beyond three generations so S-VHS should be acceptable. What also supports the use of S-VHS is that we plan to generate our own video signal from our cablecasting equipment the each cable system facility.

This ability to transmit our own signal removes some of the barriers for Betacam-SP usage. However, if additional usage of the video material is projected, as is the case with our multimedia magazines, wide area networks and possible regional marketing a higher video format standard may be required.

This video format standard is one issue that must be decided. For the purpose of network implementation for tape based editing, we should remain with the Betacam-SP standard. However, the reasons for remaining with Betacam-SP under a digital computerized video editing and storage standard, concerns the issue of tape, digitized computer storage and personnel cost.

A recent development in the video format universe is the development of digital video formats. Panasonic, Sony, and JVC have developed the leading digital formats. However, each are a different format and not interoperable. Based on our requirements and the current use of the S-VHS format JVC's Digital-S format will be used for our digital format. JVC Digital-S is superior to Betacam-SP format at less than half the cost of Betacam-SP equipment and tape. Furthermore, Digital-S provides a digital format acceptable for acquisition, editing and conversion for Digital TV.

Computerized Video Storage

Currently the FAST-blue digital workstation will enable off-line and on-line editing. This hybrid system provides the best of the non-linear as well as the linear editing options, as it will allow both to be integrated. Its has the ability to use various CODEC's and can accept JVC's Digital-S digital format directly. However, it requires that a large amount of computerized storage be used for different video format levels. JVC Digital-S has a compression ratio of 3.3.1 and for 24 minutes of video at 50 MBs video rate will require 9 Gb of storage. The S-VHS standard yields 8 minutes of digital video per gigabytes of storage. Based on this storage requirement we would require 5 hours of video storage (1 week of production) for video editing. The following are the digital video storage requirements for each format:

<u>Format</u>	<u>Amount of Computer Storage (5 hours or 300 min. for Video Editing)</u>
JVC Digital-S	112.5 gigabytes
S-VHS	38 gigabytes

By implementing a fully digital video system we would eliminate the need for a B-Roll tape and a second tape player. Under a fully digital video production system generation loss is eliminated. This elimination of the generation loss would mean that for S-VHS resolution would remain at that recorded level. For Digital-S the resolution would remain at 4.2.2 component digital. If we implement a A/B roll editing system with low level professional decks, this will require an additional overall systems implementation costs by \$23,000 over a 12 month period. For the higher level decks it would mean a systems cost \$26,000. For a S-VHS systems implementation it would require \$13,000 additional in overall system implementation costs over a 12 month period.

However, the price for one gigabyte of storage in a RAID configuration is approximately \$1,000 per gigabyte. This would mean that if we remain at the S-VHS level and implement a digital video option the storage requirement at a minimum would equal \$38,000. For the Digital-S requirement the storage cost would require \$75,000. Under this scenario a tape base system is still more cost-effective.

Three levels of video distribution formats will be created and be available for distribution. For Internet video; RealVideo, NetShow, and Quicktime movies will be produced. For our dedicated Virtual Private Network, MPEG-1 and MPEG-2 will be available. For cablecasting MPEG-2 will be used.

Personnel

Another factor in the phased implementation is personnel cost. Under the current productions process 10 man-hours per week will be available for production of paid spot advertising production. The maximum we can expect to be able to produce is 10 to 15 simple graphic advertisements. Considering we have the possibility of needing the

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production of 336 spot advertisements, more personnel will be required to support this income stream.

However, under a fully digital implementation, personnel production time will be slashed and up to 25 additional man-hours will be available for spot advertising development. Furthermore, if FC-AL computer storage breaks the \$300 per gigabyte level the digital video option will become more cost effective based on reduced tape cost and increased personnel man-hours. It is expected that within the next 12 months storage cost will rapidly approach the \$300 per gigabyte level.

Based on this, a phased implementation with an upgrade path to digital video production must be included on the development of affiliate operations.

Affiliate Information Management System (IMS)

HomeQuest Network

In order to implement efficient and effective workflow process, initial implementation of our end-state LAN is essential. This will enable rapid scalability of the VPN and additional network capabilities with minimal disruption and additional capital expense. The initial IMS and incremental development of the network is in Volume V, Enclosure 1.

INITIAL IMS NETWORK IMPLEMENTATION

The initial IMS will link all of the departments of an affiliate via a Local-Area-Network (LAN). This LAN will enable distributive computing and information flow. The LAN will be created using an ATM network. FORE Systems ATM network interface cards (NIC), and switches will be used for interconnectivity services. The LAN software selected for implementation is a Microsoft NT with Back Officer systems network services software.

The network will link the main office, sales and marketing, programming and productions departments to one server. This server will act as the central administration file server for all applications.

MID-STATE IMS IMPLEMENTATION

A fully component digital video computer network will be implemented in this phase. The mid-state IMS is in Volume V, Enclosure 2. Three servers will be implemented under this network scenario. Applications specific to each department functional area will be moved off the administration files server to a resident departmental server. The applications specific to the department are as follows:

Administration Server

1. MS NT and Back Office
2. MS SQL Database
3. Microsoft Office
4. MS Mail
5. MS Group Scheduling
6. HomeQuest Financial Management Package
7. HomeQuest Executive Information Management System

Sales, Marketing (MS&P) & Programming Server

1. SAS PC
2. MapInfo
3. Sony Tape Management System
4. HomeQuest Affiliate Statistical Cable Rating System

Production Server

1. HomeQuest Digital Video Programming and Production Management System
2. Master Digitized Video Files
3. Master Digitized Audio Files
4. Master Narration Scripts and Tracks

END STATE IMS IMPLEMENTATION

A virtual private network (VPN) for data transmission between affiliates, region headquarters, regional production facilities, cable systems, and dedicated customers will be implemented during this phase. This will enable national and region spot advertising production and distribution to be increased at a lower cost via this private data network.

Additionally, implementation of our high-speed information network with the addition of dedicated Intranet and cablecasting servers, and bandwidth-on-demand "best-of-the-breed" technology will be installed on the network to distribute the information to real estate clients. These servers will house all network management programs and digital video files in MPEG-1 and MPEG-2 formats for external information network requirements. The end-state IMS is in Volume V, Enclosure 3.

Different configurations and implementations will be tested, as better and newer products become available. It is expected that this IMS implementation plan identified for the affiliate is a flexible plan to leverage the new equipment and network technology.

Incremental Information Management Systems Expansion

HomeQuest Network

REGIONAL CABLECASTING DIVISION INTERCONNECTS AND EXPANSION

After the eight initial projected affiliates are established and begin to become Regional Cablecasting Divisions and the Regional Production Centers are established incremental expansion of the IMS network should increase rapidly with more affiliate operations. The plan for this rapid horizontal expansion should also include a vertical expansion component.

In this regard, three principal areas of expansion capability have been evaluated for increases in the technology. These three areas are Production, Cablecasting and external distribution via a dedicated Virtual Private Network with Internet connectivity services.

Internet Video

Internet video will be provided to Internet users via three Internet video protocols. The leading video provider, RealVideo can be tailored for 28.8 bps up to ISDN. Microsoft's NetShow also provides for Internet video. Finally, Apple's Quicktime can also deliver Internet video. The necessity to provide various types of Internet video protocols is due to the non-standard adoption of an Internet video protocol. Many ISP's also limit streaming media file size and/or use only one of the three listed protocols. To ensure distribution to any potential consumer, all video formats will be available on our Internet servers.

Virtual Private Network (VPN) Services

Our VPN services will provide customers dedicated access to our network. Similar in nature to local Internet Service Providers (ISPs), HomeQuest Network will provide direct ATM connectivity services from local customer locations directly into our network for MPEG-2 level full-motion video community and property previews. This level of service will be tailored to customers estimated usage. Quality of service levels will be assigned to each customers network connection thereby allowing varying levels of throughput.

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Implementation of this local presence will be accomplished by wired and wireless service providers. Each affiliate will be able to support up to 24 independent external OC-3 ATM connections. If more are required, switch segmentation will be considered based on loading and geographic dispersion. We will also investigate the establishment of SVC versus PVC network connection services with each vendor. A partial listing of potential ATM network providers include:

- AT&T
- Cable & Wireless
- Nortel
- MFS Communications
- MCI
- CRL
- Sprint
- LDDS / Worldcom
- Lucent Technologies
- @Home Network
- Winstar Communications, Inc.
- Teligent Communications

Horizontal Expansion

As previously discussed, the systems cost today dictate that a tape based production and distribution capability be implemented. This will provide for minimum start-up cost outlay for affiliates today's technology. Horizontal expansion will be able to proceed at a rapid pace due to standard affiliate systems configurations that are inexpensive.

Beginning in late 2000 distributive processing of digital video will be required. This may also coincide with the capability to distribute 4:2:2 video over MAN / ATM data lines. Although there are claims that the current digital datacasting technology will be able to deliver video, the bandwidth will not meet the 4:2:2 component video requirement of 155 Mbps. Only when data transmission rates approach the MAN / ATM standard will digital component video be capable of distribution.

There are also network protocols that may meet the requirements necessary to distribute 4:2:2 component video. These include xDSL, Fibre-Channel, Firewire, SMDS, and Frame Relay over ATM. Additionally, several variants of cable modems can deliver various levels of service. All these protocols fall within the range of BISDN services and will be beta-tested prior to company network adoption.

Also during 2003 or 2004 the trial testing phase of optical video server technology will have matured enough, and offer a reasonable price to support movement to video server at cablecasting facilities. It is at that time that video server cablecasting methodologies will be employed.

This deployment scenario from now until 2001 will allow horizontal expansion for the network while providing the flexibility necessary to employ developing production, cablecasting and distribution technologies.

Vertical Expansion

With the introduction of High Definition Television (HDTV) cablecasting and inexpensive digital based production systems, vertical expansion and integration will be capable of beginning implementation in 2002. It is expected that some form of Broadband ISDN (BISDN) networks will evolve allowing 4:2:2 digital component video telecommunications. At this point the seamless delivery of programming directly to cable services will be possible. Additionally, due to reduced video server cost and fully interactive digital networks, as an information provider, we will integrate these technologies in areas that support their usage.

In 2003 the introduction of two key elements will enable the consolidation of our production and cablecasting system from any location. Our digital HDTV can be directly loaded to production systems designed to coexist with an optical video server delivery system. This system coupled with a SONET telecommunications distribution network will provide real time acquisition, production and distribution to any cable network. Finally, direct HDTV transmission in 2004 will be cable via UIS telecommunication systems employment.

Enclosure 4 is the end-state functional schematic diagram for each affiliate. Enclosure 5 is the end-state schematic diagram with network hardware and software specifications.

A chart depicting the incremental IMS expansion of HomeQuest Network is in Volume V, Enclosure 6.

Summary

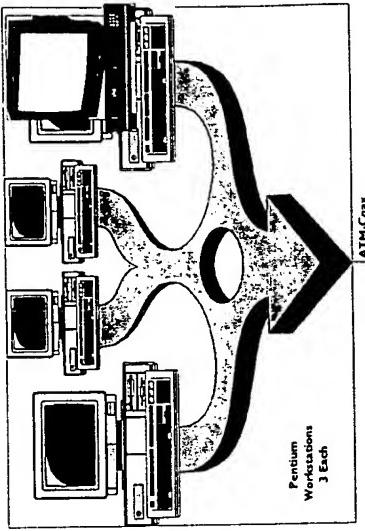
HomeQuest Network

HomeQuest Network will enable the investors to increase profits by creating a new media real estate marketing system. Responding to the new technological changes that the video industry present, **HomeQuest Network** will use efficient and effective business techniques, economies of scale, cutting edge technology and efficient financial techniques. This will provide the following:

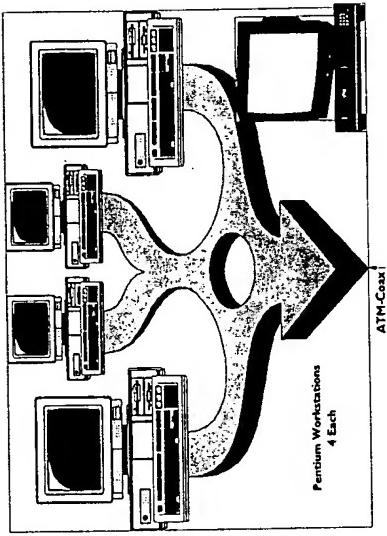
- increase profits.
- new media marketing capability.
- development of new markets.
- increased selection of services offered.
- increased customer service.
- attraction and retention of the best qualified personnel in the industry.

This plan will give us tremendous flexibility to use any of the options or mix them to effectively attack our target markets and meet our long term goals. This combination of experience, sophistication, capitalization and innovation will assist **HomeQuest Network** as it strives to reach its sales and profit objectives.

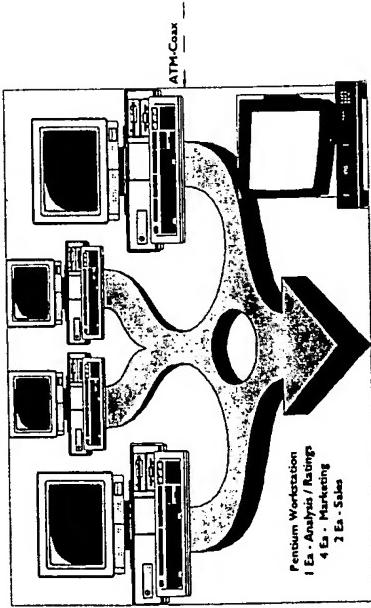
Main Office



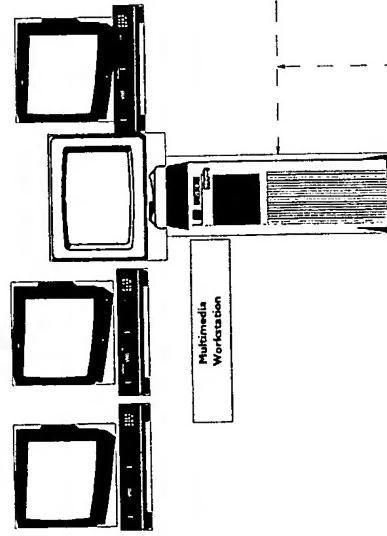
Programming



Marketing & Sales



The Digital Video Workstation



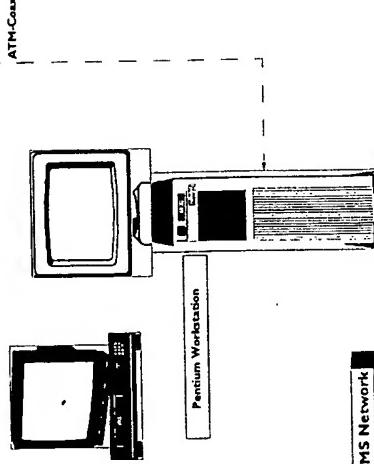
Administration
Network File Server
27 Gb Storage
MS Office Network Edition
Applications
Accounting Database
Manufacturing Database
Marketing Databases
Sales Database
Community Databases

Internet Staging Server
Production Server
432 Gb Storage

Pentium Workstations 3 Each

ATM-Coax

Copywriters Workstation

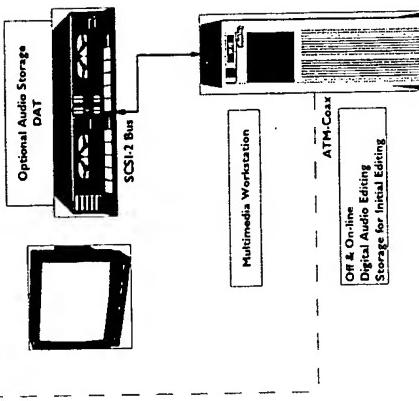


Pentium Workstation

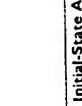
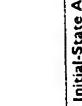
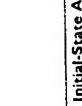
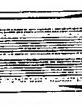
ATM-Coax

V.1 Initial State Affiliate IMS Network

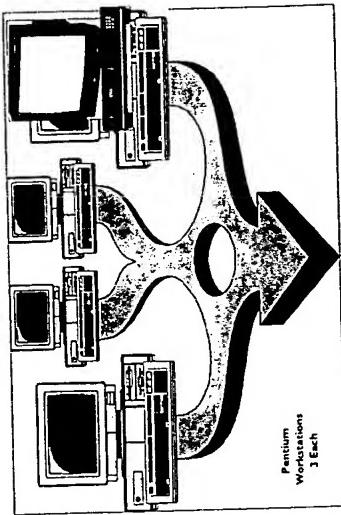
The Digital Audio Workstation



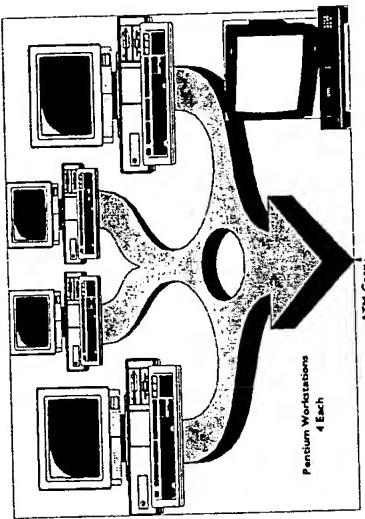
Off & Online
Digital Audio Editing
Storage for Initial Editing



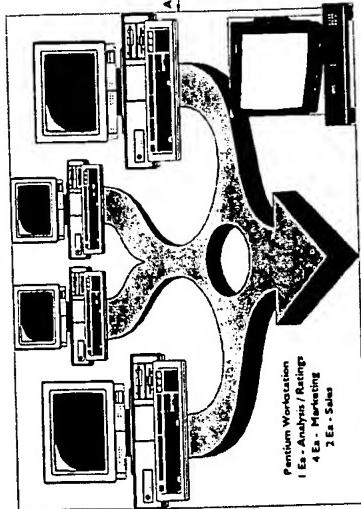
Main Office



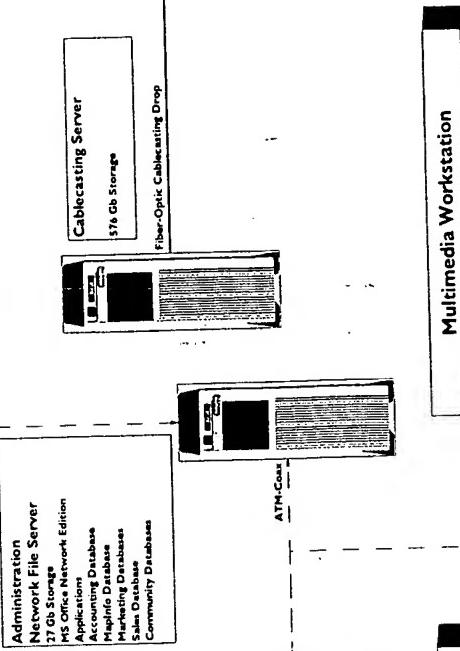
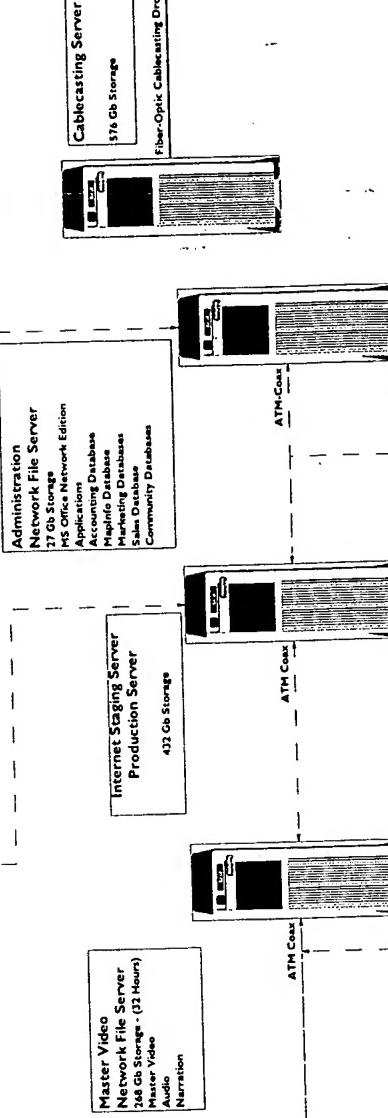
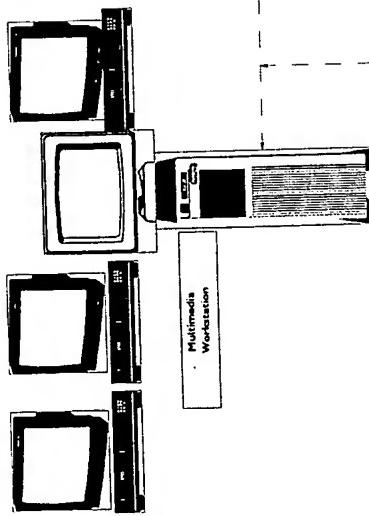
Programming



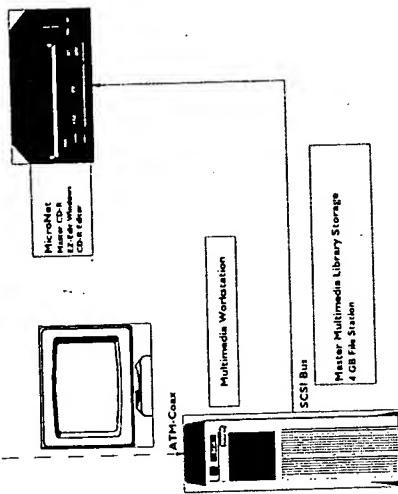
Marketing & Sales



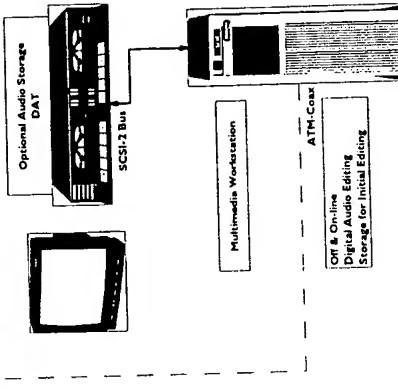
The Digital Video Workstation



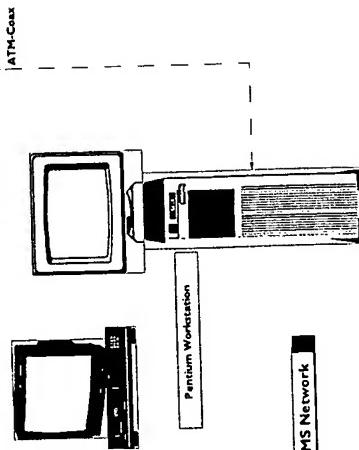
Multimedia Workstation



The Digital Audio Workstation

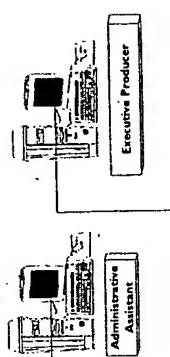


Copywriters Workstation

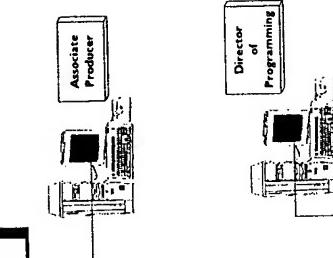


V.3 End-State Affiliate IMS Network

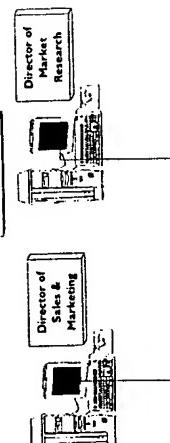
Administration



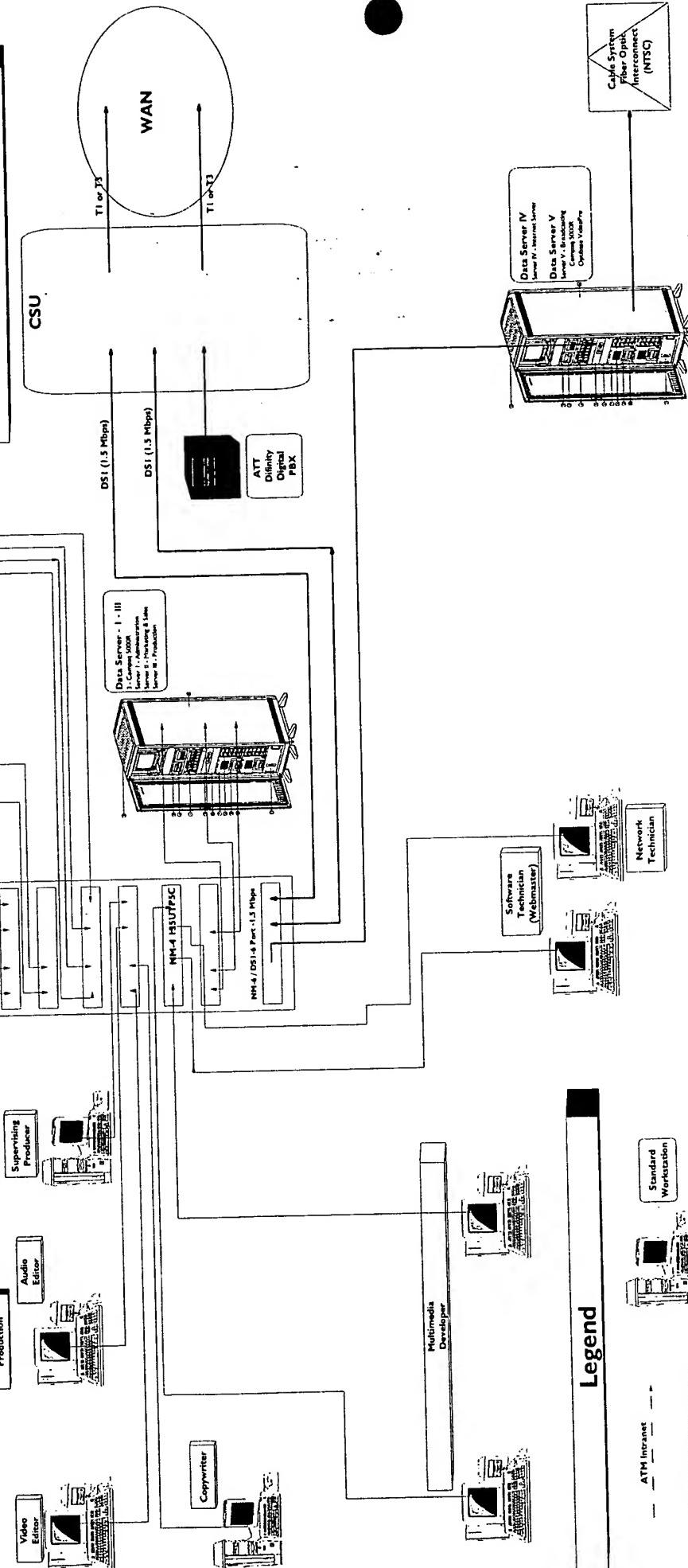
Programming



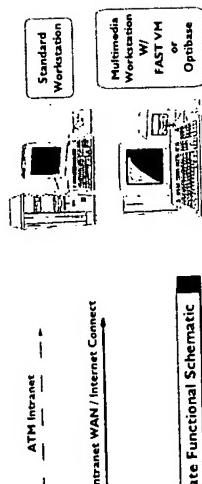
Marketing & Sales

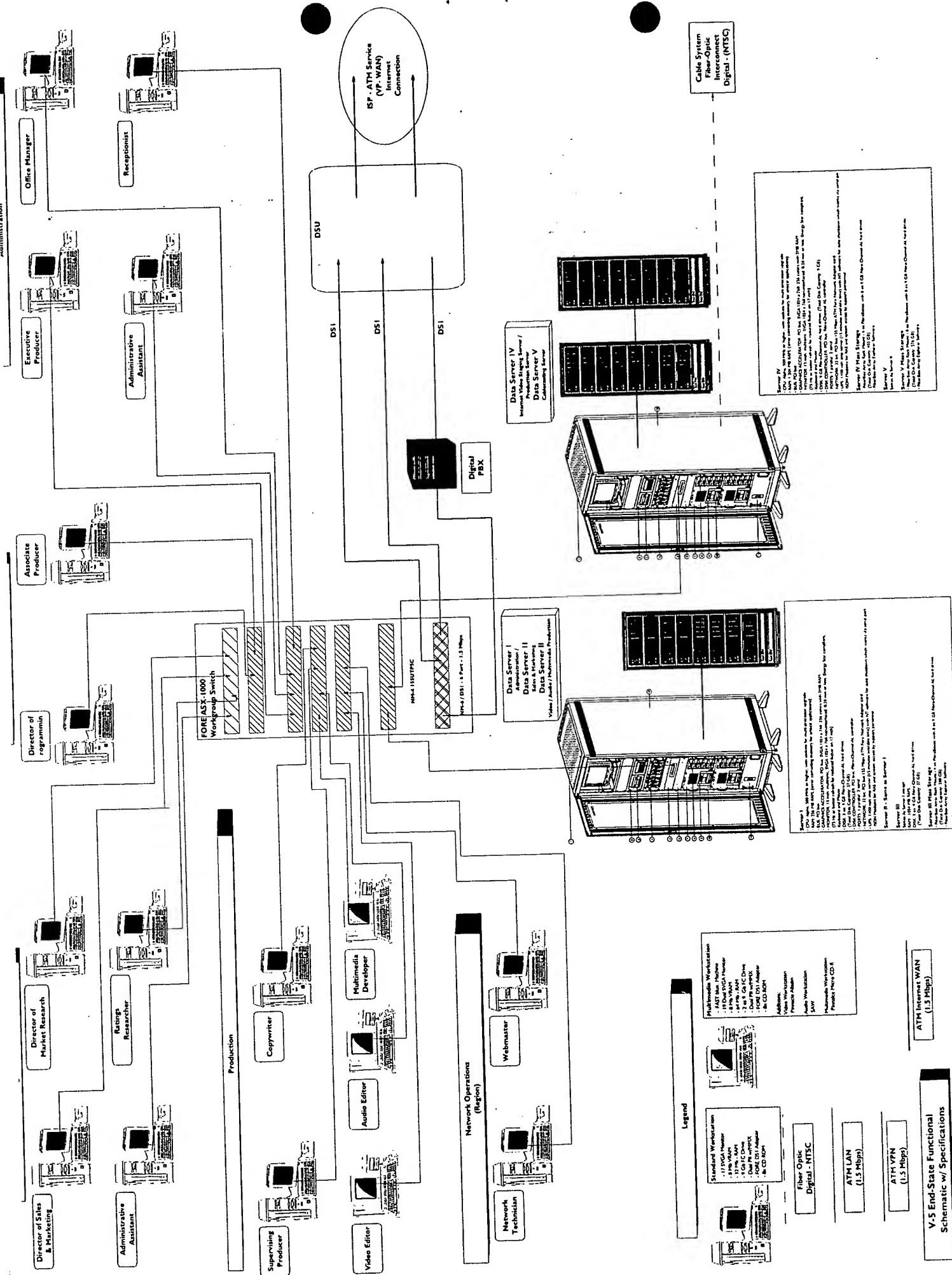


Network Operations

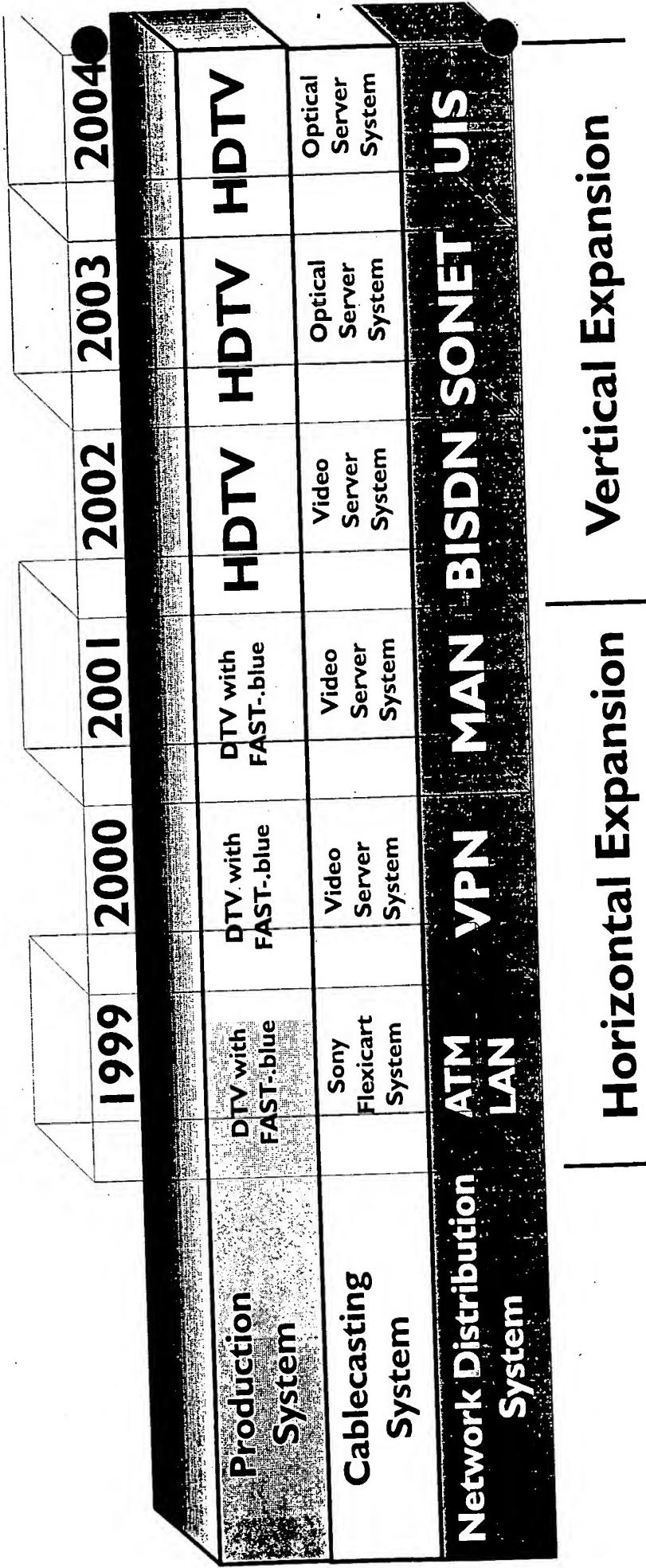


Legend





Incremental Expansion Of HomeQuest Network



Annex V-6

EXHIBIT C



Technology Advancement Program

January 22, 1999

Mr. Carl M. Burnett
President and CEO
HomeQuest Network
5209 York Road
Baltimore, MD 21212

Dear Mr. Burnett:

This is to confirm the date of the technical panel's review of your company on Tuesday, February 23 from 2 p.m. to approximately 4 p.m. in Room 1112, the conference room at TAP, located in Building 387 on Technology Drive.

Enclosed is a set of guidelines to help you with your technical and business review presentations.

A slide projector is readily available, and an overhead projector can be made available. Please call or email me if you want to use them for your presentation. My number is (301) 314-7804 and email is ih2@umail.umd.edu.

Sincerely,

Irene B.

Irene T. Barbe
Manager of Administration

Encls.

**HomeQuest Network
Technical Review
February 23, 1999**

**Presenter(s): Mr. Carl Burnett, President & CEO
Mr. Gary Hardnett, EVP, Sales/Marketing
Mr. Dean Sarff, Board of Advisors**

**Mr. Joseph Naft
Engineering Research Center, IT**

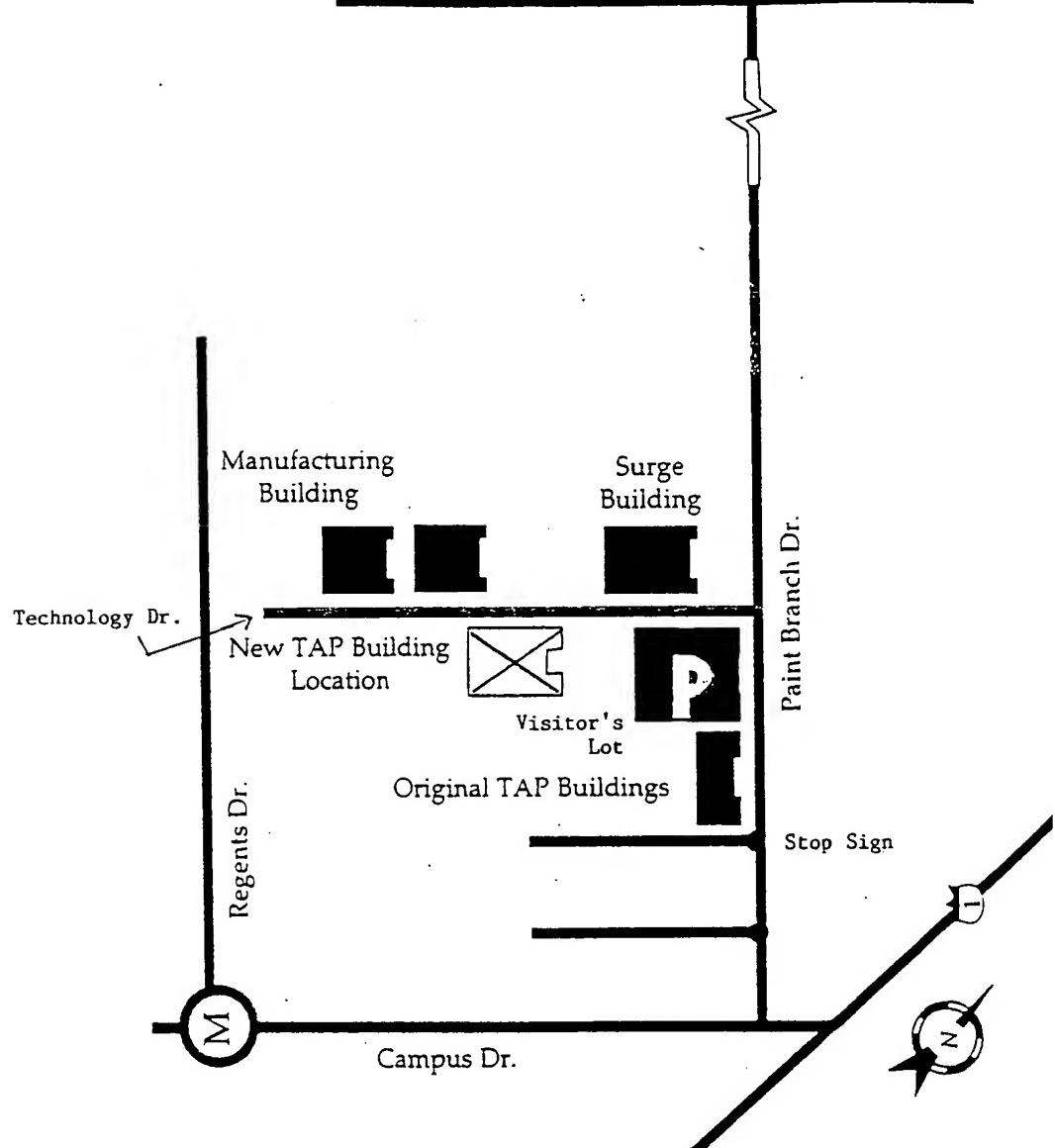
**Dr. Arnold Seigel
Director of Instructional Television
Clark School of Engineering**

**Mr. Michael Ridge
NSA**

**Mr. Edward Sybert
Technology Advancement Program**

**Ms. Irene Barbe
Technology Advancement Program**

University Blvd.



Directions to the TAP

TAP is located in the new TAP Building 387 located on the University of Maryland College Park Campus. The Campus is two miles south of the Capital Beltway on US Rt. 1 (Exit 25).

From I-495, take Rt. 1 south to College Park. Turn west on University Blvd. (Rt. 193). Go to the first traffic light, and turn left at Paint Branch Dr./Metzerott Rd. into Campus. Continue to Technology Drive and turn right. Park in the visitor's lot at the intersection of Paint Branch Dr. and Technology Drive. TAP is a few yards beyond the visitor's lot on the same side of Technology Drive.

Alternatively, you may enter Campus from Rt. 1 at Campus Drive. Take the first right onto Paint Branch Dr., and continue past the old TAP Buildings to Technology Drive on your left.

GUIDELINES AND PROCEDURES FOR THE PREPARATION AND REVIEW OF TAP APPLICANTS' TECHNICAL AND BUSINESS PLANS

TECHNICAL PLAN:

The purpose of the Plan and its review is to determine the technical feasibility of the product or service proposed, not to evaluate its commercial viability. Experts in the appropriate technical disciplines will constitute the panel and can be expected to probe the underlying scientific or engineering principles being applied. The bulk of the plan (and presentation) should therefore be aimed at such an audience. The following is a suggested outline of subjects/issues the plan should cover:

1. A brief introduction of the company, its business thrust (product or service) and its principal or key individuals (experience and credentials). References to relevant publication and other credentials of the key technical personnel would be helpful in establishing a framework for panel questions and discussion.
2. A brief explanation of the science or technology base followed by details on the proposed improvements/advancements being applied to the product or service. This is the key section of the plan and should be addressed in as much detail as necessary to explain the technical principles involved, and to convey a sense of the company's capabilities. Reprints of papers or articles explaining the science/technology or application are appropriate, although these should be kept within reason.
3. A brief description of the likely purchasers of the product or service and the overall estimate of the size of the market.
4. A discussion of the technical benefits anticipated from participation in the TAP program. Are there any current, planned or desired interactions with University of Maryland faculty, laboratories or other resources? If so, how important are such interactions to the successful development of the intended product or service? If possible, please identify key University individuals, laboratories or equipment/facilities and their importance to the project.
5. A brief summary statement of the financial conditions of the company: a) Finances currently available or anticipated for the next 6-12 months; b) projected revenues/costs over the next three years; c) long range outlook for the company's growth.

Technical Plan

- | | |
|---------|--|
| Chair | - In house expert in relevant discipline(s) |
| Members | <ul style="list-style-type: none"> - Two or more experts from UM faculty and/or government laboratories - TAP program Director and Staff |

TAP will arrange a meeting with the above Panel for your detailed technical presentation. The meeting will last approximately 2 hours and will be scheduled after we receive your written technical plan. You need not disclose information you deem to be proprietary and wish to keep confidential, but the more you disclose the more feedback you will receive in the form of comments, suggestions, and constructive criticisms from experts in your own field. A list of the Panelists and their affiliation will be provided in advance of the meeting. Following the review, the Panel will provide TAP management with its assessments of the technical feasibility of the project and the capacity of the company to complete the project within a reasonable time frame and with reasonable resources. We will notify you of the outcome within 48 hours after the review. Should there be important unresolved concerns, we may ask you for some follow-up clarification. Should the panel assessments be negative, we will detail the perceived weaknesses and have you consider them in your planning process and invite you to consider another scheduled review.

BUSINESS PLAN:

The purpose of the Business Plan and its review is to ascertain the commercial viability of the proposed product or Service, and the company's capabilities (or potential) for establishing and managing a profitable business. Although technical feasibility has been previously established, it is worthwhile to again describe briefly in the Business Plan, the underlying technology and any innovation or improvement that makes your product or service unique and marketable. The Review Panel will be composed of experts from the business community and from the University's College of Business and Management, as well as senior members of the TAP management staff. Your plan and presentation should be aimed at such an audience. The following is a suggested outline. (Please refer also to the coopers & Lybrand Business Planning reprint in your information package):

1. A brief introduction of the company and its principals, including a discussion of how and why the company was formed.
2. The overall business concept: product/service description; underlying technology; uniqueness or innovation differentiating it from the competition; target user and overall market; time frame involved; the nature of the opportunity window; growth potential/objective.
3. Discussion of specific phases necessary to bring the product or service to market, the technical obstacles involved and expected development time. An assessment of associated risks inherent in the various phases would be appropriate.

4. Specific market being targeted - local, regional, national - and plan for reaching that market; i.e., sales or marketing reps, distributor channels/network, direct sales force, etc. Promotion, positioning and advertising programs.
5. Organization and Staffing plan: a) Key individuals/managers, sales and marketing force, financing manager; b) Board of Directors, Advisors or Consultants available to the company.
6. On campus facilities/equipment necessary for R & D phase. Production facilities planned: when, where, how large. Estimate of capital investment required and time scale. Affiliation with University faculty/department already established, being developed, or sought.
7. Financial Plan: a) Revenue/expense projections; cash flow schedule for 1st 12 months; b) financing needs and schedule; c) current and projected sources of capital; d) strategy.

It is not expected that your financial projections be very precise, that all key positions be staffed, or that the Plan itself be of the type that is acceptable to a financial institution. We recognize that early stage companies often require a good deal of assistance in the development of an adequate business Plan. Nevertheless, we would expect some evidence of a credible attempt at addressing the issues contained in the above suggested outline.

Business Panel

In House Senior Staff	(3-5)
Faculty from College of Business & Management	(1-2)
Venture Capitalists	(1-2)
Senior Personnel from Major Accounting Firms	(1-2)
Other Outside Business Experts	(1-2)

As with the Technical Review, a meeting will be scheduled with the above panel to discuss your Business Plan. It usually lasts from 1 1/2 - 2 1/2 hours. Visual aids are encouraged and we will be happy to furnish projection equipment. Please feel free to delegate any part of the presentation to appropriate staff members. A specific date for the review session will be arranged after receipt of your written plan. Hopefully this step can be concluded within a 2-3 week period following the successful completion of the Technical Review.

Following the review, the Business Panel will provide TAP with its assessments of the viability of your company's approach to the business issues. A final decision, incorporating inputs from both the Technical and Business Panels, as well as evaluation of other factors, will be made by TAP management and you will be officially notified of the results within a few days of the Business meeting. If the decision is favorable, you will be invited to proceed with the final step

of the admissions process; the negotiation and signing of the Agreement (see below). If the decision is negative, we will de-brief you on the Panel's findings and provide you with suggestions for possible corrective actions in the hope that your success potential may be enhanced. If you agree to address the issues raised, we would, of course, be most happy to reconsider your application.

Upon successful conclusion of the Business Review, TAP will request from you a number of professional and personal references which can be contacted. The reference review may take 2-5 days and if satisfactory the final step in the admissions process is the negotiation and signing of the TAP Agreement. This step may be initiated at any time following the successful completion of the Business Review. A model Agreement which serves as a basic framework for negotiation will be provided to you, if you so request, any time after the successful conclusion of the Technical Review, in order to expedite the negotiation process.

EXHIBIT D



**5209 York Road
Baltimore, Maryland 21212
410-733-1576**

Email:
info@homequest.net
WORLD WIDE WEB INTERNET SITE
http://www.homequest.net

HomeQuest Television

**HomeQuest New Media
Magazine**

**HomeQuest Information
Network**

HomeQuest Network

A New Media Real Estate Information Company

February 10, 1999

Mr. Edward M. Sybert
Director
Technology Advancement Program
University of Maryland
College Park, MD 20742-3371

Dear Mr. Sybert:

Please find enclosed HomeQuest Network's Read-Ahead for our upcoming Technical Review Panel.

We would also like to determine if you have the following items available for our presentation. Please contact us at your earliest convenience.

1. LCD Projector & Screen.
2. An easel.
3. A computer with Internet Access or
4. A phone jack in the conference area.

We will provide copies of our presentation for panel members on the day of presentation.

If additional information is required please do not hesitate to contact me directly.

All the Best,

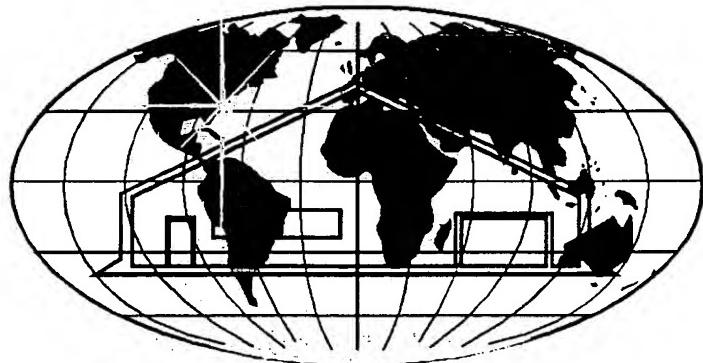
Carl M. Burnett
President & CEO

sb

Enclosure

HOMEQUEST NETWORK

A "New Media" Real Estate Information Company



TECHNOLOGY ADVANCEMENT PROGRAM UNIVERSITY OF MARYLAND

Read-Ahead Packet

5209 York Road
Baltimore, MD 21212

Contents

Updated Material	3
Intended University Interactions	5
Potential Technology Licensing	6
Key University Staff	6
Key University Facilities	7

Updated Material

HomeQuest Network has reviewed the current pricing of Fibre Channel drives by selected providers. Our analysis, based on current pricing, now enables each affiliate to implement digital cablecasting operations. The current average cost per gigabyte is now \$124. This is below our analog-to-digital conversion point of \$300 per gigabyte.

On order to effectuate this change in implementation strategy additional digital cablecasting equipment will be necessary at each affiliate. Two possible equipment solutions that have been evaluated are listed below.

FORE Video ATM Products

The first is an ATM transport solution using FORE Systems products. FORE includes in its network equipment line the StreamRunner AVA/ATV-300. This product encodes various video inputs, converts it to ATM frames for transports over an ATM network and decodes at the receiving unit for conversion back to various video formats. The CODEC used is M-JPEG.

Under this solution the output files from our digital video editing would be keep in native digital format for storage. The stored video would then be scheduled for transmission with the FORE video transport products to the cablecasting facility. At each cablecasting facility a FORE product would be installed for decoding the video signal and cablecasting real-time.

Optibase Videocasting Products

This implementation solution uses Optibase products and ATM transport. In this solution Optibase MPEG-2 video files would be converted to ATM cells for transport over ATM a connection to cablecasting facilities. At the cablecasting facility conversion to NTSC video would be accomplished with an Optibase VideoPlex product.

Implementation Concerns

The equipment manufacturers listed above do not represent all the potential providers of a videocasting solution. Each solution selected will need to have performance and costing evaluated before a solution is selected. The principal performance specifications that will need to be determined for any solution includes the following:

- Latency
- Compression Standard (M-JPEG, MPEG-2, etc)
- Software controls.
- Server Utilization
- IP transport. & ATM capabilities.

Our incubator trials will determine the best solution.

Industry Studies and References

Attached to this read-ahead are two Forrester Research, Inc. reports. The reports discuss media and technology strategies and the impact on classified advertising.

The first report focuses on how Internet advertising will impact real estate classified print advertising. Another report also discusses Microsoft's recent entrance into the real estate services business via it's Internet site – HomeAdvisor.

HomeQuest Network has published a White Paper titled "Revolutionizing Real Estate Merchandising - The Coming Paradigm Shift for the Industry", which is attached.

Copies of this report can also be found at the following URL's:

MS Word Format - <http://www.homequest.net/homequest%white%paper.doc>
HTML Format - <http://www.homequest.net/homequest%white%paper.html>

New Membership

HomeQuest Network is now a member of the Baltimore-Washington Venture Group

TAP Read Ahead

This read ahead can be downloaded from our site at the URL below:

<http://www.homequest.net/tap%20read%20ahead.doc>

Intended University Interactions

There are several HomeQuest Network functional areas that interaction with University of Maryland faculty, labs, and other resources would be beneficial for all parties. Below is a listing of potential areas of interaction and specific technologies.

Areas of Potential Interaction

WAN Vendor Analysis

- PG County Affiliate
- Wired and Wireless

Video

- Video Coding
- Video Compression

Network

- ATM Networks
- Hybrid Networks
- Network Protocols

Databases Management

- Database Mining
- Data Warehousing

Multimedia

- Multimedia Applications
- Multimedia Wireless Communications
- Multimedia Content Query
- Multimedia Information Systems

Geographic

- Geographic IMS

Internet

- Web Information
- XML
- EDI

Patents

HomeQuest Network will make the Prince George's County affiliate available as a "Beta-Test" center for University of Maryland developments in the areas identified above.

Potential Technology Licensing

HomeQuest Network has reviewed current research projects by University of Maryland faculty and or labs and has identified key technologies and/or products developed or being developed that may have applicability in our business operations. We therefore are interested in securing licensing agreements for these technologies or products.

The following is a list of potential technologies and/or products under consideration.

AVIS – Advanced Video Information Systems

CHIMP – Collaborative Heterogeneous Interactive Multimedia Platform

CubeTree

Data AirWaves

DBIS – Dissemination-Based Information Systems

DIMSUM – Dynamic Query Processing for Local-Area and Wide-Area Distributed Information Systems

MUDS – Multimedia Database Systems

VQS – Video Querying System

Wrapper Generation

Z-Iteration

Key University Staff and Facilities

HomeQuest Network has conducted a review of research being conducted by the University of Maryland. We have identified the following faculty and or facilities that may have applicability.

Faculty

Prof. Rama Challappa, Department of Computer Science

Areas of Research: Video Compression

Prof. Christos Faloutsos, Department of Computer Science

Areas of Research: Database Mining, Multimedia Content Querying, Multimedia Information Systems

Prof. Nariman Farvardin, Department of Electrical Engineering

Areas of Research: Video Coding, Multimedia Applications

Prof. Michael J. Franklin, Department of Computer Science

Areas of Research: Database Management

Prof. Louiza Raschid, Department of Computer Science

Areas of Research: Web Information

EXHIBIT E



Technology Advancement Program

March 19, 1999

Mr. Carl M. Burnett
President
HomeQuest Network
5209 York Road
Baltimore, MD 21212

Dear Carl:

Thanks to you and your team for your in-depth presentation of the business plan. The written plan itself was difficult for some of the reviewers to follow, and they suggest you rework the executive summary aiming for clearer focus. It would help your cause in raising capital, they said, if you had previous successful entrepreneurial success within the team, and expertise on-board with relevant real estate and broadcast experience. One possible linkage to some entrepreneurship support might be the Dingman Mentor Program. If you wish to contact them the phone number is: 301-405-2144. Let them know you are a TAP Candidate if you call. I am enclosing a list of "issues" on which we would like your responses before making a final determination on your entry to TAP. I have also included a 'template' to help you see what we want in the milestone chart.

Glenn L.
Martin
Institute of
Technology

The panelists agree that your plan has potential, and encourage you to focus efforts on your "proof of concept" pilot study. The long-term goal for national coverage of the network may have to be reconsidered or delayed depending upon economic factors. The panel agreed that the funding time line you presented was overly optimistic. Investors may be more favorably inclined if your team invested their own money in the "proof of concept" pilot study. Other economic concerns are the production costs for your various media, personnel costs, and attracting advertisers. The panel projects that the company would falter after twelve to eighteen months if funding is not attracted very early.

The quality and accuracy of the home and community descriptions will be very important. HomeQuest is advised to use reliable descriptions from objective sources for the portrayals. At the high end of the housing market HomeQuest is targeting, this should be achievable.

Competitors could easily arise since your business concept could be reproduced. Speed to market and establishing your name would be very important. HomeQuest would need to advertise extensively which, again, adds to your costs to get established.

The Technology Advancement Program is committed to growing companies in Maryland. A commitment to that objective was not strongly made in the presentation so I emphasize it here.

Please contact me for any further details. I will be back from Chicago on March 25, 1999.

Sincerely,

A handwritten signature in black ink that reads "Edward M. Sybert".

Edward M. Sybert
Director

Technology
Advancement
Program

Building 387
University of Maryland
College Park, MD 20742-3371



Mr. Carl M. Burnett
President and CEO
HomeQuest Network
5209 York Road
Baltimore, MD 21212

21212-4216 28

MARYLAND

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